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**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

San Francisco Division

In re Case No. 22-30126 HLB
Chapter 11
BIJOU-CENTURY, LLC
Debtor

**DECLARATION OF JOSEPH CAROURA IN SUPPORT OF
FIRST DAY MOTIONS**

I, Joseph Carouba, do hereby declare:

1. I am the Managing Manager of Bijou-Century, LLC, Debtor and Debtor in Possession (the “Debtor” or “Century”). I make this declaration of my own true knowledge, and if called as a witness, I could and would competently testify as follows:

Background

2. The Debtor operates a "gentleman's club" known as "The New Century Theatre" located in the Tenderloin neighborhood of San Francisco. Although Century is beginning to recover from the effects of the Pandemic, it is entirely unable to support its current expenses of litigation, its past

litigation settlements and its potential prospective litigation exposure. Only through a Chapter 11 reorganization will it be able to survive, continue to employ more than 28 persons and provide for payment to creditors.

4 3. For more than the past decade, a number of comparable gentlemen's clubs in San
5 Francisco (the "SF Clubs") operated cooperatively, enjoying economies of scale by engaging common
6 management services through the SFBSC Management Company. Much of the ultimate indirect
7 ownership of the SF Clubs is held by an overlapping group of owners. From time to time, the SF Clubs
8 supported each other through loans and other financial accommodations.

Financial Problems Leading to the Bankruptcy Filing

10 4. The SF Clubs in general, and Century in specific, have faced severe financial pressures
11 over the past several years relating to: (a) their shift in business model; (b) litigation; and (c) the
12 Pandemic.

The Shift in Business Model

14 5. The SF Clubs are specifically licensed and zoned to present lawful nude and semi-nude
15 dance performances (“Dances”), and the fees customers pay for such Dances constitute a significant
16 source of revenues.

17 6. Nationally, and historically, the most common business model for gentlemen's clubs is an
18 "independent contractor model" which treats the Performers as independent contractors. In such clubs,
19 club management typically receives revenue by fees charged to customers for Dances (a portion of
20 which are shared with the Performers pursuant to a formula specified in their contracts) and fees charged
21 to customers for various amenities such as food and drink. Under the independent contractor model, the
22 Performers maintain a high degree of control over all aspects of their performances including their
23 schedules, their customers, and how/when they perform. They also have the opportunity for profit and
24 loss based on their business acumen and skills.

25 7. Whatever the merits of the independent contractor model as a business matter, it aligns
26 imperfectly with California labor law. As a consequence, even though the SF Clubs were always
27 confident they operated in compliance with all applicable laws, they were often and repeatedly sued by a
28 small subset of Performers who asserted that, as a matter of applicable California labor law, they had

1 actually been employees and hence were entitled to back wages; i.e., minimum wage for the available
2 statute of limitations period; penalties, interest, attorneys' fees, and a variety of other claims relating to
3 their wage and hour claims.

4 8. In the fall of 2018, as part of an effort to achieve a "global settlement" of various
5 threatened and pending class and collective action claims and lawsuits against the SF Clubs and others,
6 the SF Clubs agreed to eliminate the option for Performers to perform as independent contractors and
7 required them to become employees ("the employee model").

8 9. Key elements of the employee model were that:

9 a. All Performers received minimum wage, a commission based on the dance fees
10 generated by their performances and, as applicable, other employee benefits such as access to
11 group health insurance, paid sick leave, workers' compensation insurance, etc.

12 b. Performers were also subject to all applicable employment and wage & hour laws,
13 which required them to work a specific schedule, take meal periods and rest breaks, report their
14 tips, and receive much of their compensation through a payroll process that entailed withholding
15 payroll taxes.

16 c. Because Performers were used to receiving their compensation in cash on each
17 performance date, the SF Clubs developed a system whereby it paid employee Performers a
18 portion of their commission in cash at the end of their shift; the remainder of their compensation
19 being paid through a bi-weekly payroll check.

20 10. Conversion from an independent contractor to an employee business model was not met
21 with enthusiasm by the Performers who objected to the more structured employee model. In the months
22 after the SF Clubs stopped letting Performers work as independent contracts, dozens of the most talented
23 Performers quit performing at the SF Clubs and sought opportunities at competing clubs that still
24 allowed for the independent contractor model. The SF Clubs also had to reduce the number of
25 Performers scheduled on any given shift given the additional overhead costs associated with the
26 employee model. The result was a meaningful drop in revenues following conversion.

27 11. Conversion also imposed extraneous burdens on the SF Clubs, including Century, both in
28 predictable ways; e.g., the need for greater bookkeeping and accounting support to administer Performer

payroll; and in unpredicted ways, such as tremendous cash needs at busy times such as weekends, when customers would pay for Dances using credit cards, but the Club would be expected to pay a significant portion of the Performers' commissions in cash each night.

Litigation

12. Litigation proved a major burden to the SF Clubs in general and Century in specific. Over the years, a number of class and collective actions were prosecuted against the SF Clubs, generally alleging violations of labor laws, often premised upon the use of the independent contractor model. Attached hereto as collective Exhibit A are true and correct copies of the Debtor's internal annual income statements for 2019, 2020 and 2021, reflecting annual litigation expenses of \$1,208,850, \$168,961 and \$375,665, respectively.

13. Century is also a participant in settlements of prior lawsuits, under which it is required to fund material settlement payments.

14. Century is a party to two large, multi-defendant class and collective actions in which settlement negotiations are far advanced.

15. Finally, and most immediately, Century is a party to 3½ current lawsuits. (One prospective plaintiff has obtained a "right to sue" letter from the DFEH, but has not yet filed suit.) The three lawsuits are currently active, and requiring the expenditure of material litigation fees.

16. Most significantly, *Lapasia Colbert et al vs. Bijou Century* is set for trial on April 4, 2022, expert witness depositions are currently being taken, pre-trial motions are being written, and trial preparation efforts are in high gear; accordingly litigation fees and costs are currently running in excess of \$100,000 a month and escalating as the trial date approaches.

17. Even assuming no exposure to liability on any of the lawsuits – an assumption the Debtor does *not* advocate – the expenses of litigation are already far beyond what the Debtor can fund from operations.

The Pandemic

18. Unsurprisingly, the Pandemic has had a devastating effect on Century's business. Century's business is entirely dependent upon physical proximity between customers and Performers, while the result of the Pandemic has been to encourage the opposite.

19. Century was completely closed for about 12 months as a result of the Pandemic. Specifically, Century closed in March 2020, reopened for less than a month in October 2020 and was closed again thereafter until March 2021. Since then, it has operated with a skeleton crew far below pre-Pandemic levels. The business is heavily dependent upon the tourist trade in general and conventioneers in particular, and while there is cause for optimism that tourism will be returning, tourism and especially conventions remain far below pre-Pandemic levels.

20. In addition, Century is the only SF Club located in the Tenderloin neighborhood of San Francisco (on Larkin Street between O'Farrell and Geary), one of the principal neighborhoods for homelessness, vagrancy and street crime. All of these problems have become far more acute during the Pandemic and have yet to dissipate.

Prospect for a Business Reorganization

21. The Debtor's financial statements reflect substantial and continuing losses over the past three years, losses which certainly support the conclusion that the Debtor cannot fund its current litigation expenses, any meaningful payment to past and present plaintiffs, or even remain in operation.

22. On the other hand, the Debtor believes that there are reasonable grounds to expect a successful reorganization in Chapter 11. While the financial statements taken as they are show large and unremitting losses, those losses can be attributed to two causes: litigation expenses, which Chapter 11 and the automatic stay ought to alleviate, and the effect of the Pandemic, which appears to be waning.

23. If one considers operations in calendar year 2019, which was after the shift to an employee business model but before the Pandemic, and if one backs out litigation expenses, Century earned profits of \$152,755 in 2019. If the litigation expenses are stopped by the Chapter 11 case, and as the effects of the Pandemic wane, it is reasonable to assume that profitability will return, ultimately to the levels enjoyed in 2019 and potentially beyond. Thus, there is a reasonable factual basis for anticipating a successful business reorganization.

1 24. Moreover, the principal reason for past litigation expenses and exposure is unlikely to
2 occur in the future. Absent changes to the SF Clubs' litigation settlement agreements, which no one
3 expects, there will not be a return to the independent contractor business model; the independent
4 contractor business model was the source of most of the litigation for which Century had meaningful
5 exposure. Claims previously could be asserted for conduct which occurred prior to the Century's
6 elimination of the independent contractor option, but the statute of limitations now insulates Century
7 from those claims, so there is good reason to think that the problems which lead to the commencement
8 of this case will not impact the operations of a reorganized Century.

Operating Business Matters

10 25. Century sought and obtained a PPP loan, administered by Bank of America, for
11 approximately \$700,000. The PPP loan would have been entirely forgivable based on the use of the
12 funds, but the deadline for completing expenditures for the purposes of loan forgiveness occurred
13 shortly after the loan was funded, so only about \$60,000 of the PPP loan is likely to be forgiven.

15 26. The Debtor's employees and Performers generally have developed highly specialized
16 skills and abilities, such that the loss of an employee or Performer could be very harmful to the business.
17 Performers often work at multiple SF Clubs and with their unrelated competitors, and there is substantial
18 communication in the Performer community, such that adverse information about Century could lead to
19 an exodus from Century to its competitors.

20 27. A significant portion of Century's revenues are received by means of credit cards.
21
22 Century has in place agreements with its credit card processors pursuant to which they process credit
23 card remittances and transmit the proceeds as deposits to Bank Account No. '7209 at Bank of America
24 (the "Bank Account"). The proceeds of the on-site ATM machine are also deposited directly to the
25 Bank Account.

The Motion Regarding Employee Obligations

28. The Debtor funds payroll every 2 weeks, one week in arrears. The payroll which is due to fund on March 18th will relate to services performed from February 27th through March 12th. My estimation of pre-petition services to be funded in the March 18th payroll are scheduled in Exhibit B.

29. The last payroll was distributed on March 4, 2022. Although some of the Debtor's employees are on direct deposit for their payroll checks, most are not. It is possible that some of the employees who receive checks will have failed to negotiate them prior to the commencement of this case.

30. Employees are also entitled to certain benefits such as group health insurance, paid sick leave, workers' compensation insurance, etc. ("Benefits"). Exhibit B also presents my calculations of the outstanding benefit obligations owed to Century's current employees.

31. The Debtor's employees are essential for the continued operation of the Debtor's business and to preserve the value of the bankruptcy estate for creditors. Retention of the Debtor's employees is crucial to the Debtors' operations, and ultimately, to a successful outcome for creditors.

32. The Debtor's employees are largely dependent upon their paychecks. Receiving a partial paycheck, with an explanation that the missing portion constitutes a "priority claim" in bankruptcy, would almost certainly be met with outrage and efforts to find new employment.

33. The Debtor believes that any failure by the Debtor to pay its prepetition employee-related obligations and otherwise honor such obligations in the ordinary course of business would create great concern, discontent and insecurity among its employees, undermine morale, and severely endanger the Debtor's ability to retain its employees (and Performers in particular).

34. As reflected in Exhibit B, none of the employees have accrued pre-petition wage and benefits entitlements which exceed the \$13,650 bankruptcy priority amount.

Short-Term Cash Borrowing Motion

35. One consequence of the shift to the employee model is that the Club is required to fund a material portion of commissions (30%) to Performers in cash at the close of each shift basis, although much of its revenues for the shift are in the form of credit card and ATM usage, receipt of which is deferred for several days, creating a "cash crunch." Predictably, the cash crunch is most severe on weekends when the SF Clubs are busiest, less predictably it occurs when customers choose to be extraordinarily active on an evening.

36. It does not make sense for the SF Clubs cumulatively to keep large cash reserves in on-site safes at all times so as to be able to accommodate the estimated maximum level of cash crunch. As a consequence, the SF Clubs have developed a system under which The Gold Club operates as "banker," maintaining significant cash reserves which can be sent to SF Clubs on an "as needed" basis. Typically, within 48 hours of requesting cash from The Gold Club, the recipient SF Club; e.g., Century; causes a check to be issued to The Gold Club for the amount of the cash advance. The Gold Club provides this service as an accommodation to the SF Clubs, without charging interest or fees.

37. Continuing the Short-Term Cash Borrowing relationship with The Gold Club is both critically important and dramatically beneficial to the Debtor. First, the Performers are essential to the continued operation of Century, and they expect that they will receive a substantial portion of their commissions in cash each evening. Any disruption to those payments, just like a disruption to payroll in a more traditional business, could lead to the immediate loss of Performers and an end to business operations. It is imperative that Century fund cash commissions when due at the close of each shift.

38. The amount of cash that will be required, however, is unpredictable often until well into the shift. Absent the ability to engage in Short-Term Cash Borrowings from The Gold Club, Century would be required either to maintain cash on hand in an amount in excess of the needs for the weekend or any potential "great night" or face the risk of losing its critical Performer employees. The Short-Term Cash Borrowings provide a flexible, no-cost means of covering Century's unpredictable cash needs.

39. The agreement with The Gold Club is that the Short-Term Cash Borrowings will be only that: borrowings of currency sufficient to meet the liquidity needs of a couple of days, ordinarily a

weekend, repaid within a couple of days. These Short-Term Cash Borrowings are not permitted to, and have not ever, become borrowings for more than a couple of days.

Backstop Borrowing Motion

40. The Debtor expects to be able to operate at break-even or positive cash flow post-petition. Attached hereto as Exhibit C is a set of cash flow projections the Debtor has prepared for the next 3 months.

41. As previously noted, the cash demands associated with defending the litigation and operating through the Pandemic have left Century in a severely weakened financial condition. The Debtor's business is subject to unpredictable fluctuations from time to time, and if negative, those shortfalls could have a disastrous impact. The Debtor believes that its bankruptcy filing will become common knowledge, and if combined with a payment default, could well lead critical vendors, Performers or employees to decide that it is too risky to continue to do business with the Debtor.

42. Century believes that it would be prudent for it to be able to access a “backstop” credit facility so as to ensure that immediate operational expenses, specifically including payroll, can always be timely funded on a current basis. Déjà Vu San Francisco, LLC, dba Centerfolds, one of the SF Clubs (the “Lender”) has agreed to lend up to \$30,000 in loans on an “as needed” basis (the “Credit”). All of the terms of the Credit are set forth below:

- a. The Credit will not require interest, points or other charges prior to maturity. Following maturity, it will accrue 10% interest.

b. The Credit will mature and come due on the earliest of (a) confirmation of a Plan of Reorganization, (b) 14 weeks after the commencement of the case, (c) removal of the Debtor from possession, or (d) conversion or dismissal of the case.

43. It is prudent for the Debtor to have credit availability to ensure that should it face cash flow vagaries; it can nonetheless maintain business operations and fund current payment of business obligations. That said, the Debtor does not presently anticipate any need to access the Credit.

44. After conducting a reasonable investigation, I do not believe that there are available alternatives to obtain credit. I do not believe that any third party lender would consider lending to the Debtor, except possibly on a first priority secured basis. The borrowing proposed in the Backstop Borrowing Motion, as with the Short-Term Cash Borrowings, is available only because members of the SF Clubs are willing to provide the Debtor with far more favorable terms than could possibly be obtained in the market.

Retaining the Bank Account

45. A significant portion of Century's revenues are received by means of credit cards and ATM usage. Century has in place agreements with three different credit card and ATM processors pursuant to which they process credit card and ATM remittances (the "Remittances") and transmit the proceeds as deposits to Century's sole pre-petition Bank Account No. '7209 at Bank of America (the "Bank Account"). The daily volume of Remittances often exceeds \$20,000 and occasionally exceeds \$50,000.

46. I understand that the U.S. Trustee Operating Guidelines require debtors in possession to, among other things: close all existing bank accounts and open new debtor-in-possession accounts. Century understands that it is difficult to obtain a DIP account; for example, although the U.S. Trustee identifies Bank of America as a bank that is willing to maintain DIP accounts, Century has confirmed that Bank of America is not in fact willing to do so.

47. Assuming that Century is able to open a DIP account, shifting the Remittances to the DIP account would likely result in disruption, delay and potential loss in Century's efforts to recover its credit card revenues, since the credit card processing will be in flux for some material period of time, during which it is unclear whether the credit card processor will fund proceeds to the Bank Account, hold proceeds pending other instructions, or return proceeds. In addition, if the Debtor is required to redirect the Remittances to a new depository account, there can be no assurance that the credit card proceeds will be deposited to that account instead of, e.g., returned to the underlying party. If returned to the underlying party, the Debtor will face dramatically enhanced problems associated with obtaining a

recovery. In sum, I believe that an inability to continue to use the Bank Account to receive credit card payments would be potentially disastrous to the Debtor's operations.

48. On an interim basis and until I can confirm the ability to open a DIP account, I believe it essential that Century be permitted to continue to use the Bank Account and to continue to have Remittances deposited into it. I note that the Bank Account is FDIC insured.

I declare under penalty of perjury according to the laws of the United States of America that the foregoing is true and correct. Executed this 13th day of March, 2022 in San Francisco, California..

/s/ Joseph Carouba .
Joseph Carouba

Exhibits

- A Financial Statements for 2019, 2020 and 2021
 - B Pre-petition payroll claims¹
 - C Cash projections

¹ Employee identities have been redacted. Unredacted exhibits will be provided to the U.S. Trustee and the Subchapter V Trustee.

Exhibit

A

Bijou Century, LLC
Income Statement

	1 Month Ended December 31, 2021	Percent	1 Month Ended December 31, 2020	Percent	12 Months Ended December 31, 2021	Percent	12 Months Ended December 31, 2020	Percent
Sales								
Door Admissions	\$ 13,585.00	4.90 %	\$ 0.00	0.00 %	\$ 173,260.00	6.52 %	\$ 68,660.00	6.66 %
Food & Beverage Sales	2,459.17	0.89	0.00	0.00	26,868.01	1.01	4,078.18	0.40
Dances	218,280.00	78.66	0.00	0.00	2,068,235.00	77.79	786,920.00	76.33
Miscellaneous	43,172.00	15.56	0.00	0.00	390,212.00	14.68	171,250.00	16.61
Total Sales	277,496.17	100.00	0.00	0.00	2,658,575.01	100.00	1,030,908.18	100.00
Cost of Goods Sold								
Food & Beverage Cost of Goods	1,485.54	0.54	1,329.36	0.00	14,001.76	0.53	4,602.35	0.45
Total Cost of Goods Sold	1,485.54	0.54	1,329.36	0.00	14,001.76	0.53	4,602.35	0.45
Gross Profit	276,010.63	99.46	(1,329.36)	0.00	2,644,573.25	99.47	1,026,305.83	99.55
Operating Expenses								
Payroll Wage & Salary - Club	35,718.85	12.87	(8,056.70)	0.00	323,557.55	12.17	161,110.56	15.63
Payroll Bonus	500.00	0.18	0.00	0.00	500.00	0.02	200.00	0.02
Salaries & Wages-Entertainers	30,199.32	10.88	937.84	0.00	184,698.66	6.95	48,077.51	4.66
Payroll Taxes - Club	3,950.42	1.42	269.41	0.00	40,319.52	1.52	21,167.51	2.05
Payroll Taxes - Entertainers	3,905.34	1.41	337.04	0.00	79,572.53	2.99	59,012.22	5.72
Payroll Medical	3,062.82	1.10	9,793.28	0.00	16,613.58	0.62	3,657.90	0.35
Payroll Services	0.00	0.00	659.62	0.00	4,449.16	0.17	6,085.11	0.59
Advertising - Sales & Promo	1,336.76	0.48	317.60	0.00	10,171.52	0.38	7,220.09	0.70
Bank Charges	227.23	0.08	149.58	0.00	2,276.72	0.09	1,993.78	0.19
Bankcard Fees/Discounts	7,700.66	2.78	975.75	0.00	50,781.73	1.91	30,358.02	2.94
Bankcard Chargebacks	(14,034.97)	(5.06)	0.00	0.00	0.00	0.00	991.41	0.10
ATM Service Fee	64.00	0.02	0.00	0.00	993.50	0.04	510.50	0.05
POS Trans Fee	47.92	0.02	7.52	0.00	403.04	0.02	189.20	0.02
Over/Short Cash	4.80	0.00	0.00	0.00	22.10	0.00	14.34	0.00
ClubTrax Dollars Over/Short	0.00	0.00	0.00	0.00	300.00	0.01	4,000.00	0.39
Commissions	113,578.00	40.93	1,629.60	0.00	1,088,646.80	40.95	428,693.60	41.58
Dues & Subscriptions	70.37	0.03	22.50	0.00	5,977.69	0.22	1,469.50	0.14
Insurance	3,503.08	1.26	5,649.19	0.00	79,523.07	2.99	60,370.31	5.86
Janitorial Supplies/Services	4,235.57	1.53	0.00	0.00	39,928.91	1.50	19,535.21	1.89
Legal	52,316.88	18.85	16,611.32	0.00	375,664.68	14.13	168,960.99	16.39
Licenses	0.00	0.00	0.00	0.00	2,846.99	0.11	4,756.40	0.46
Management Fees	24,000.00	8.65	(671,500.00)	0.00	424,600.00	15.97	(263,500.00)	(25.56)
Office Supply	90.14	0.03	0.00	0.00	452.00	0.02	521.42	0.05
Postage & Freight Out Charges	0.00	0.00	0.00	0.00	26.76	0.00	321.54	0.03
Printing & Stationary	0.00	0.00	298.75	0.00	2,232.18	0.08	884.17	0.09
Promotions	800.00	0.29	0.00	0.00	14,403.16	0.54	16,940.84	1.64

Bijou Century, LLC
Income Statement

	1 Month Ended December 31, 2021	Percent	1 Month Ended December 31, 2020	Percent	12 Months Ended December 31, 2021	Percent	12 Months Ended December 31, 2020	Percent
Repair & Maintenance-Building	255.81	0.09	528.29	0.00	5,772.01	0.22	7,689.14	0.75
Repair & Maintenance-Equipment	568.83	0.20	0.00	0.00	11,007.22	0.41	5,119.71	0.50
Security	8,488.00	3.06	0.00	0.00	84,240.73	3.17	92,335.28	8.96
Supplies	1,151.49	0.41	79.06	0.00	5,471.36	0.21	1,168.80	0.11
Taxes-Business	5.30	0.00	0.00	0.00	10,526.21	0.40	4,389.62	0.43
Telephone	464.56	0.17	407.78	0.00	5,385.62	0.20	4,686.92	0.45
Travel	0.00	0.00	0.00	0.00	126.34	0.00	0.00	0.00
Utilities	3,917.11	1.41	2,289.30	0.00	36,936.38	1.39	30,163.54	2.93
Vehicle	59.08	0.02	65.52	0.00	665.82	0.03	639.12	0.06
Professional Services	0.00	0.00	0.00	0.00	1,594.23	0.06	1,310.00	0.13
Accounting Services	3,428.00	1.24	(9,500.84)	0.00	38,442.19	1.45	25,228.60	2.45
Consulting Fees-Global Mgmt	0.00	0.00	0.00	0.00	0.00	0.00	10,208.12	0.99
Depreciation Expense	1,524.54	0.55	1,524.54	0.00	18,294.13	0.69	18,294.14	1.77
Rent	(163,894.00)	(59.06)	(101,632.50)	0.00	289,699.00	10.90	341,668.50	33.14
Taxes-Property	3,470.94	1.25	3,621.12	0.00	42,570.01	1.60	42,099.30	4.08
Total Operating Expenses	130,716.85	47.11	(744,515.43)	0.00	3,299,693.10	124.12	1,368,542.92	132.75
Operating Income (Loss)	145,293.78	52.36	743,186.07	0.00	(655,119.85)	(24.64)	(342,237.09)	(33.20)
Other Income (Expenses)								
Miscellaneous Income	183,194.54	66.02	1,000.00	0.00	391,613.79	14.73	22,819.44	2.21
ATM Transaction Income	1,825.00	0.66	0.00	0.00	31,136.00	1.17	14,277.00	1.38
Interest Income	1,422.13	0.51	1,394.00	0.00	16,910.22	0.64	16,737.97	1.62
Miscellaneous Expense	(200.00)	(0.07)	0.00	0.00	(200.00)	(0.01)	0.00	0.00
Interest Expense	(754.42)	(0.27)	(425.84)	0.00	(9,459.11)	(0.36)	(4,745.25)	(0.46)
Total Other Income (Expenses)	185,487.25	66.84	1,968.16	0.00	430,000.90	16.17	49,089.16	4.76
Net Income (Loss) Before Taxes	330,781.03	119.20	745,154.23	0.00	(225,118.95)	(8.47)	(293,147.93)	(28.44)
Net Income (Loss)	\$ 330,781.03	119.20 %	\$ 745,154.23	0.00 %	\$ (225,118.95)	(8.47)%	\$ (293,147.93)	(28.44)%

Bijou Century, LLC
Income Statement
12 Month Comparison for 2019

	01/31/19	02/28/19	03/31/19	04/30/19	05/31/19	06/30/19	07/31/19	08/31/19	09/30/19	10/31/19	11/30/19	12/31/19	Total
Sales													
Door Admissions	\$ 44,005.00	\$ 39,295.00	\$ 53,830.00	\$ 44,275.00	\$ 48,840.00	\$ 47,810.00	\$ 40,930.00	\$ 46,640.00	\$ 45,205.00	\$ 42,520.00	\$ 40,920.00	\$ 29,630.00	\$ 523,900.00
Food & Beverage Sales	3,248.78	2,823.00	3,425.75	3,370.47	3,616.53	3,174.15	2,358.47	3,008.28	2,576.92	2,897.63	2,938.20	2,048.81	35,486.99
Dances	415,290.00	203,710.00	235,080.00	221,430.00	379,940.00	251,520.00	211,570.00	279,860.00	239,400.00	225,460.00	213,900.00	177,160.00	3,054,320.00
Merchandise Sales	0.00	0.00	0.00	13.82	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13.82
Miscellaneous	85,218.00	48,664.00	71,384.00	45,798.00	79,142.00	50,184.00	43,510.00	62,046.00	52,620.00	47,562.00	45,704.00	40,328.00	672,160.00
Total Sales	547,761.78	294,492.00	363,719.75	314,887.29	511,538.53	352,688.15	298,368.47	391,554.28	339,801.92	318,439.63	303,462.20	249,166.81	4,285,880.81
Cost of Goods Sold													
Food & Beverage Cost of Goods	2,257.56	2,175.94	1,791.46	2,790.93	3,014.18	2,004.90	2,329.23	2,331.76	2,214.24	2,542.07	3,939.19	1,298.98	28,690.44
Total Cost of Goods Sold	2,257.56	2,175.94	1,791.46	2,790.93	3,014.18	2,004.90	2,329.23	2,331.76	2,214.24	2,542.07	3,939.19	1,298.98	28,690.44
Gross Profit	545,504.22	292,316.06	361,928.29	312,096.36	508,524.35	350,683.25	296,039.24	389,222.52	337,587.68	315,897.56	299,523.01	247,867.83	4,257,190.37
Operating Expenses													
Payroll Wage & Salary - Club	54,859.18	48,716.26	59,002.13	46,030.11	47,727.58	63,207.43	44,714.73	44,464.55	43,619.79	(18,944.37)	71,538.68	49,263.23	554,199.30
Payroll Bonus	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	800.00	800.00
Salaries & Wages-Entertainers	10,260.23	16,430.44	15,952.99	14,725.89	18,291.40	20,802.44	19,903.37	19,406.03	19,205.47	(10,201.84)	23,573.24	13,055.67	181,405.33
Common Paymaster	0.00	0.00	4,000.00	4,000.00	4,000.00	4,000.00	0.00	0.00	0.00	0.00	0.00	0.00	16,000.00
Payroll Taxes - Club	11,980.18	8,444.14	8,425.36	9,322.62	8,360.83	7,532.27	12,596.02	1,803.85	8,417.33	6,145.04	7,331.81	4,409.25	94,768.70
Payroll Taxes - Entertainers	24,815.66	19,972.32	20,582.44	16,852.35	21,864.89	10,414.19	7,734.04	12,654.28	13,036.71	14,601.85	14,492.65	11,558.26	188,579.64
Payroll Medical	941.06	5,493.98	6,883.06	5,076.29	5,806.00	3,878.97	5,363.92	(248.29)	3,408.82	3,383.02	2,726.83	1,054.85	43,768.51
Employment Advertising	56.71	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	56.71
Payroll Services	119.17	67.50	2,918.33	0.00	0.00	4,474.55	0.00	1,589.37	3,244.96	0.00	0.00	4,765.14	17,179.02
Advertising - Sales & Promo	1,745.50	3,413.00	1,579.50	3,870.88	1,447.50	4,932.84	5,595.89	6,710.11	3,578.56	3,836.89	3,633.11	3,467.11	43,810.89
Bank Charges	761.10	866.05	514.16	722.59	376.18	641.69	481.22	854.68	645.55	644.91	528.14	357.34	7,393.61
Bankcard Fees/Discounts	11,424.69	10,625.19	8,419.99	9,462.36	6,728.76	10,826.93	9,085.19	8,131.28	8,528.85	7,399.21	6,565.25	6,343.33	103,541.03
Bankcard Chargebacks	5,480.00	(15,100.00)	(1,260.00)	(3,120.00)	(1,020.00)	(1,000.00)	2,750.00	(3,750.00)	3,550.00	(5,460.00)	1,020.00	(1,990.00)	(19,900.00)
ATM Service Fee	227.00	200.50	188.00	259.00	221.00	239.00	219.50	176.00	211.50	211.50	185.00	159.50	2,497.50
POS Trans Fee	570.52	73.52	64.88	87.92	75.12	84.24	80.32	70.72	72.80	69.60	68.56	58.96	1,377.16
Over/Short Cash	27.99	109.98	409.20	6.20	24.80	4.20	(94.00)	992.00	7.60	6.60	4.40	2.80	1,501.77
ClubTrax Dollars over/short	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(3,800.00)	(1,200.00)	3,500.00	(1,500.00)	(500.00)	(3,500.00)
Commissions	212,655.48	96,923.20	96,008.40	107,048.00	215,480.80	110,476.80	123,768.60	124,027.40	112,948.60	113,742.60	133,586.00	91,636.80	1,538,302.68
Dues & Subscriptions	0.00	345.00	345.00	345.00	345.00	345.00	1,357.91	378.22	411.00	345.00	404.50	363.00	4,984.63
Insurance	13,335.20	16,134.52	12,677.58	17,244.58	15,767.36	17,372.60	11,441.69	14,283.00	13,294.50	3,498.05	19,131.35	11,433.75	165,614.18
Janitorial Supplies/Services	6,445.66	3,942.00	5,115.47	4,067.00	4,897.52	4,756.80	4,842.00	5,001.38	4,217.00	5,066.92	6,254.01	3,942.00	58,547.76
Legal	157.50	159,742.90	479,795.41	11,234.06	241,758.21	9,400.89	66,550.18	257,460.41	23,362.15	(111,337.91)	23,134.79	47,591.35	1,208,849.94
Licenses	0.00	1,710.47	2,526.46	0.00	1,674.00	0.00	0.00	0.00	350.00	0.00	80.00	0.00	6,340.93
Management Fees	34,000.00	34,000.00	42,500.00	34,000.00	42,500.00	34,000.00	34,000.00	42,500.00	34,000.00	34,000.00	42,500.00	34,000.00	442,000.00
Office Supply	73.76	2.43	2.70	123.85	0.00	0.00	40.94	113.19	0.00	303.63	111.20	185.24	956.94

Bijou Century, LLC
Income Statement
12 Month Comparison for 2019

	01/31/19	02/28/19	03/31/19	04/30/19	05/31/19	06/30/19	07/31/19	08/31/19	09/30/19	10/31/19	11/30/19	12/31/19	Total
Postage & Freight Out Charges	80.00	181.35	72.90	76.00	50.00	56.00	0.00	22.00	143.16	33.00	0.00	0.00	714.41
Printing & Stationary	76.48	0.00	0.00	142.35	0.00	0.00	0.00	0.00	552.97	0.00	142.35	164.25	1,078.40
Promotions	12,873.00	10,423.80	12,257.81	9,830.56	13,125.29	13,648.23	7,436.00	9,072.95	13,671.92	13,576.45	10,175.33	6,080.00	132,171.34
Repair & Maintenance-Building	1,082.41	194.00	1,472.96	953.84	59.00	2,007.58	60.48	620.32	60.48	533.15	1,568.31	508.74	9,121.27
Repair & Maintenance-Equipment	840.90	959.31	725.10	1,331.13	1,037.55	632.87	1,234.09	937.95	1,075.72	(1,739.32)	953.72	1,492.40	9,481.42
Security	17,875.59	22,427.30	28,055.06	15,410.06	17,422.83	17,662.83	17,870.06	17,785.46	25,985.06	17,661.06	17,660.06	17,710.73	233,526.10
Supplies	1,058.46	0.00	2,658.25	138.42	0.00	2,717.38	76.90	0.00	131.41	400.94	2,589.04	76.90	9,847.70
Taxes-Business	0.00	16,829.37	9,760.54	800.00	0.00	11,790.51	9,790.21	0.00	9,760.89	0.00	0.00	(0.16)	58,731.36
Telephone	800.76	583.27	583.27	276.66	305.25	305.25	305.25	313.65	309.96	321.58	322.74	322.21	4,749.85
Utilities	3,420.51	4,420.98	3,568.31	4,510.02	4,118.63	4,937.89	3,298.61	3,863.94	4,973.40	4,723.75	2,173.82	3,781.90	47,791.76
Vehicle	230.68	172.52	114.66	267.06	0.00	123.71	202.00	457.61	0.00	106.64	0.00	260.00	1,934.88
Professional Services	208.70	1,466.39	220.00	5,083.65	160.00	204.45	204.44	44.45	299.45	510.00	0.00	813.75	9,215.28
Accounting Services	2,600.00	2,831.00	3,600.21	2,600.00	2,978.00	2,894.00	2,600.00	5,183.00	2,600.00	2,600.00	3,045.39	2,600.00	36,131.60
Consulting Fees-Global Mgmt	3,336.56	4,134.03	5,804.48	6,512.80	6,129.34	8,505.08	3,210.71	3,329.24	3,703.13	3,026.74	3,155.10	2,485.02	53,332.23
Depreciation Expense	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	24,426.54	2,427.45	2,427.55	29,281.54
Rent	38,760.00	38,760.00	38,760.00	38,760.00	38,760.00	38,760.00	40,006.00	40,006.00	40,006.00	40,006.00	40,006.00	40,006.00	472,596.00
Taxes-Property	2,837.39	2,837.39	2,837.39	2,837.39	2,837.39	2,837.39	3,173.55	3,173.55	3,173.53	3,436.36	3,436.36	3,436.34	36,854.03
Total Operating Expenses	476,018.03	518,334.11	877,142.00	370,888.64	723,310.23	413,474.01	439,899.82	617,628.30	401,358.27	160,433.59	443,025.19	364,123.21	5,805,635.40
Operating Income (Loss)	69,486.19	(226,018.05)	(515,213.71)	(58,792.28)	(214,785.88)	(62,790.76)	(143,860.58)	(228,405.78)	(63,770.59)	155,463.97	(143,502.18)	(116,255.38)	(1,548,445.03)
Other Income (Expenses)													
Miscellaneous Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	357,317.08	357,317.08
ATM Transaction Income	10,013.00	8,708.00	10,786.00	9,919.00	10,920.00	8,847.00	8,559.00	10,380.00	8,906.00	7,660.00	7,368.00	5,471.00	107,537.00
Interest Income	4,641.44	4,670.92	4,670.98	4,689.35	4,707.32	4,733.38	4,761.00	4,788.78	4,816.70	4,844.80	4,873.06	21,875.52	74,073.25
Gain (Loss) on Sale of Fixed Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(43,598.38)	0.00	0.00	(43,598.38)
Interest Expense	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(978.08)	(997.37)	(1,003.19)	(2,978.64)
Total Other Income (Expenses)	14,654.44	13,378.92	15,456.98	14,608.35	15,627.32	13,580.38	13,320.00	15,168.78	13,722.70	(32,071.66)	11,243.69	383,660.41	492,350.31
Net Income (Loss) Before Taxes	84,140.63	(212,639.13)	(499,756.73)	(44,183.93)	(199,158.56)	(49,210.38)	(130,540.58)	(213,237.00)	(50,047.89)	123,392.31	(132,258.49)	267,405.03	(1,056,094.72)
Net Income (Loss)	\$ 84,140.63	\$ (212,639.13)	\$ (499,756.73)	\$ (44,183.93)	\$ (199,158.56)	\$ (49,210.38)	\$ (130,540.58)	\$ (213,237.00)	\$ (50,047.89)	\$ 123,392.31	\$ (132,258.49)	\$ 267,405.03	\$ (1,056,094.72)

Exhibit

B

Earnings Pay Detail Mar 18, 2022

		Paycheck Amount	Available PTO \$
Bijou Century LLC	Payee Redacted	\$3,107.01	\$2,588.68
		\$838.69	\$1,453.79
		\$677.51	\$1,496.87
		\$499.99	\$1,926.90
		\$1,306.13	\$1,746.57
		\$3,219.09	\$1,947.96
		\$177.51	\$1,759.62
		\$1,352.01	\$1,405.80
		\$1,623.56	\$4,715.50
		\$1,142.62	\$4,800.00
		\$498.19	\$1,480.06
		\$481.70	\$1,958.40
		\$415.81	\$1,984.19
		\$1,163.36	\$1,684.06
		\$900.84	\$1,499.97
		\$974.80	\$3,163.31
		\$1,304.29	\$1,324.86
		\$656.19	\$2,120.13
		\$1,850.52	\$2,793.49
		\$0.00	\$757.08
		\$829.57	\$1,586.30
		\$80.88	\$0.00
		\$1,061.31	\$3,133.44
		\$740.31	\$2,263.75
		\$1,079.07	\$2,938.74
		\$0.00	\$2,910.35
		\$979.05	\$3,078.12
		\$3.49	\$3,456.00
		\$592.85	\$1,811.52
	Total		

Exhibit

C

Bijou-Century, LLC (New Century Theater)
Cash Flow Projections April 2022 through June 2022

Account:	April	May	June	Total
<u>Revenue:</u>				
Door	23,000	23,000	23,000	69,000
Soft Drinks	4,000	4,000	4,000	12,000
Dances	250,000	250,000	250,000	750,000
Miscellaneous	42,000	42,000	42,000	126,000
Total Sales:	319,000	319,000	319,000	957,000
<u>Cost of Sales:</u>				
Soft Drinks	1,400	1,400	1,400	4,200
Total Cost of Sales:	1,400	1,400	1,400	4,200
GROSS PROFIT:	317,600	317,600	317,600	952,800
<u>Payroll Costs:</u>				
Salaries & Wages-Club	28,000	28,000	28,000	84,000
Payroll Taxes - Club	4,000	4,000	4,000	12,000
Salaries & Wages-Performer	15,000	15,000	15,000	45,000
PR Taxes - Performer	12,500	12,500	12,500	37,500
Employee Benefits	3,500	3,500	3,500	10,500
Total Payroll Costs:	63,000	63,000	63,000	189,000
<u>Operating Expenses:</u>				
Advertising-Sales	750	750	750	2,250
Bank/Bankcard Fees	4,300	4,300	4,300	12,900
Entertainer Dance Commissions	155,000	155,000	155,000	465,000
Dues & Subscriptions	300	300	300	900
Employment Advertising				-
Equipment Rent				-
Insurance	4,200	4,200	4,200	12,600
Janitorial Services	4,100	4,100	4,100	12,300
Legal	-	-	-	-
Licenses	400	400	400	1,200
Office Supplies	100	100	100	300
Payroll Services	200	200	200	600
Printing & Stationary	200	200	200	600
Promotions	1,000	1,000	1,000	3,000
Rent	41,900	41,900	41,900	125,700
Repair & Maintenance	700	700	700	2,100
Security	12,650	12,650	12,650	37,950
Supplies	214	214	214	642
Taxes-Business	400	400	400	1,200
Telephone	450	450	450	1,350
Utilities	3,600	3,600	3,600	10,800
Total Operating Expenses:	230,464	230,464	230,464	691,392
<u>Net Operating Income:</u>	24,136	24,136	24,136	72,408
<u>G & A Costs:</u>				
Accounting	3,000	3,000	3,000	9,000
Management Fees	19,200	19,200	19,200	57,600
Taxes-Property	3,500	3,500	3,500	10,500
Total G & A Costs:	25,700	25,700	25,700	77,100
<u>Other Income/Expenses:</u>				
ATM Income	2,800	2,800	2,800	8,400
Misc Income	1,000	1,000	1,000	3,000
Total Other Inc & Exp:	3,800	3,800	3,800	11,400
Cash Flow:	2,236	2,236	2,236	6,708

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